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CERTAMX



AMERICAN
STOCK EXCHANGE
Equities Options ETFs



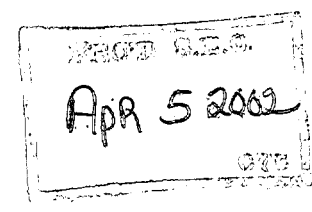
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April 5, 2002

Ms. Willie Mae Stroud
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Room 1004, Mail Stop 1-4
Office of Filing Information & Consumer Services
Division of Market Regulation
Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, NW
Washington, D.C. 20549



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THOMSON
FINANCIAL

Dear Ms. Stroud:

This is to certify that the American Stock Exchange, (the "Exchange") received from Salomon Smith Barney Holdings Inc. (the "Registrant") a copy of the Company's application on Form 8-A for the registration of the following security:

Equity Linked Securities ("ELKS")
based upon the Common Stock of Intel Corporation
Due, 2003

We further certify that the above security has been approved by the Exchange for listing and registration, upon official notice of issuance, and understand that the 8A will be immediately effective upon your receipt of this letter.

Sincerely,